

ENEL GREEN POWER NORTH AMERICA, INC.

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2014-407E

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October 10, 2014

Jocelyn Boyd  
South Carolina Public Service Commission  
101 Executive Center Dr., Ste 100  
Columbia, SC 29210

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SOUTH CAROLINA  
PUBLIC SERVICE  
COMMISSION

**RE: Assignment of Purchased Power Agreements**

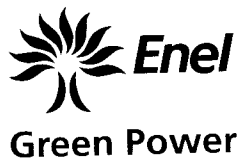
Dear Ms. Boyd:

Reference is made to the following Purchased Power Agreements (collectively the "PPAs"):

1. Purchased Power Agreement between Duke Power, a division of Duke Energy Corp., and Aquenergy Systems, Inc., dated February 13, 1993 (for the **Piedmont Hydro Facility**)
2. Purchased Power Agreement between Duke Power, a division of Duke Energy Corp., and Aquenergy Systems, Inc., dated February 13, 1993 (for the **Ware Shoals Hydro Facility**)
3. Two (2) Purchased Power Agreement between Duke Power, a division of Duke Energy Corp., and Pelzer Hydro Company, Inc., dated October 30, 1998 (for the **Upper Pelzer Hydro Project** and the **Lower Pelzer Hydro Project**)
4. Purchased Power Agreement between Duke Energy Carolinas, LLC a division of Duke Energy Corp., and Aquenergy Systems, Inc., dated May 16, 2013 (for the **Cherokee Falls Hydroelectric Facility**).

Aquenergy Systems, Inc. and Pelzer Hydro Company, Inc., are both subsidiaries of Enel Green Power North America, Inc. ("EGPNA"). As part of an internal corporate restructuring, EGPNA intends take the following actions:

1. Convert Aquenergy Systems, Inc., from a South Carolina corporation to a South Carolina limited liability company.
2. Establish a new limited liability company known as Cherokee Falls, LLC, to own and operate the Cherokee Falls Hydroelectric Facility
3. Convert Pelzer Hydro Company, Inc., from a Delaware corporation to a Delaware limited liability company.



In order for EGPNA to accomplish the above actions, it will need to transfer or assign the existing PPAs to the newly created limited liability company, despite the fact that the parent corporation (EGPNA) will remain the same.

Each of the referenced PPAs requires the approval of the South Carolina Public Service Commission prior to assignment. Accordingly EGPNA is formally requesting such approval and written evidence thereof, so that we may also obtain the requisite consent of Duke Energy Corporation.

Should you have any questions or should you require any additional information, please do not hesitate to contact me at your convenience. Your help in this matter is greatly appreciated.

With Best Regards,

A handwritten signature in cursive script that reads "Megan Beauregard".

Megan J. Beauregard

Cc: SC Office of Regulatory Staff  
Mark McGrail, Senior Director, Energy Markets EGPNA  
Jack Thirolf, Director of Regulatory Affairs, EGPNA